

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

Chapter 11

HH LIQUIDATING CORP., *et al.*, f/k/a
HORSEHEAD INDUSTRIES, INC., *et al.*,

Case Nos. 02-14024 (SMB) through
02-14027 (SMB)

Debtors.

Jointly Administered
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**ORDER PURSUANT TO § 105(A) OF THE BANKRUPTCY CODE, BANKRUPTCY
RULE 9024 AND RULE 60 OF THE FEDERAL RULES OF CIVIL PROCEDURE
AUTHORIZING (I) THE DEBTORS TO ENTER INTO CERTAIN AMENDMENTS TO
SALE DOCUMENTS RELATING TO THE DEBTORS' APPROVED SALE OF
SUBSTANTIALLY ALL OF THEIR ASSETS TO HORSEHEAD ACQUISITION
CORP. AND (II) PAYMENT OF FEES AND EXPENSES INCURRED THEREWITH**

Upon the Joint Motion (the "Motion") of HH Liquidating Corp. f/k/a Horsehead Industries, Inc., HRD Liquidating Corp. f/k/a Horsehead Resource Development Company, Inc., ZCA Liquidating Corp., f/k/a ZCA Mines, Inc. and SRM Liquidating Corp. f/k/a Stoney Ridge Materials, Inc., the above-captioned debtors and debtors-in-possession (the "Debtors") along with the Official Committee of Unsecured Creditors (the "Creditors Committee"; together with the Debtors, the "Movants"), pursuant to § 105 of the Bankruptcy Code, Bankruptcy Rule 9024 and Fed. R. Civ. P. 60, (i) authorizing the Debtors to enter into certain amendments (the "Amendments") to the sale documents executed in connection with the Debtors' sale of substantially all of their assets to Horsehead Acquisition Corp. (the "Purchaser"), and (ii) authorizing the Debtors' estates' professionals to be compensated by the Purchaser in connection with the services rendered on behalf of the estates in furtherance of the Amendments and the Motion; and the Court having reviewed the Motion; and the Court finding that it has jurisdiction over this matter pursuant to 28 USC §§ 157 and 1334; and the Court finding that notice of the Motion was sufficient under the circumstances; and the Court having found that the request for authorization is reasonable and in the best interests of the Debtors, their creditors and their

estates; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; it is hereby

ORDERED that the Debtors are authorized to execute and enter into the Amendments all as set forth in the Motion and execute such documents and instruments and take such other and further steps as are necessary to consummate the transactions contemplated by this Order; and it is further

ORDERED that the payment of professional fees and expenses of counsel to the Debtors and the Creditors Committee related to services rendered in connection with the various Amendments and the Motion are hereby authorized to be paid by Purchaser; and it is further

ORDERED that counsel to the Debtors and the Creditors Committee are directed to credit the amounts paid under this Order in their applications for final compensation.

Dated: New York, New York
May 25, 2005

/s/ STUART M. BERNSTEIN
HONORABLE STUART M. BERNSTEIN
CHIEF U. S. BANKRUPTCY JUDGE